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BEFORE THE ARIZONA CORPORATION COMMISSION

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AZ CORP COMMISSION
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IN THE MATTER OF THE APPLICATION OF
PALO VERDE UTILITIES COMPANY FOR AN
EXTENSION OF ITS EXISTING CERTIFICATE
OF CONVENIENCE AND NECESSITY.

Docket No. SW-03575A-04-0767

IN THE MATTER OF THE APPLICATION OF
SANTA CRUZ WATER COMPANY FOR AN
EXTENSION OF ITS EXISTING CERTIFICATE
OF CONVENIENCE AND NECESSITY.

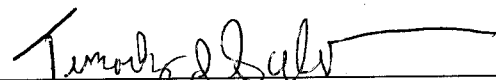
Docket No. W-03576A-04-0767

**NOTICE OF FILING IN COMPLIANCE WITH
DECISION NO. 67830
(Acquisition Schedule)**

Global Water - Palo Verde Utilities Company and Global Water - Santa Cruz Water
Company, in compliance with Decision No. 67830 in the above-captioned dockets submit the
attached Acquisition Schedule.

RESPECTFULLY submitted this 15th day of April 2008.

ROSHKA DEWULF & PATTEN, PLC

By 

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Timothy J. Sabo
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Arizona Corporation Commission
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1 Original + 15 copies of the foregoing
2 filed this 15th day of April 2008, with:

3 Docket Control
4 ARIZONA CORPORATION COMMISSION
5 1200 West Washington
6 Phoenix, Arizona 85007

7 Copies of the foregoing hand-delivered/mailed
8 this 15th day of April 2008, to:

9 Dwight Nodes, Esq.
10 Assistant Chief Administrative Law Judge
11 Hearing Division
12 Arizona Corporation Commission
13 1200 West Washington
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15 Christopher C. Kempley, Esq.
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25 Brian Bozzo
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27 Arizona Corporation Commission
1200 West Washington
Phoenix, Arizona 85007

Debbie Amual

Attachment B

Acquisition Schedule

This Acquisition Schedule shall be prepared pursuant to the Settlement Conditions contained in Arizona Corporation Commission Dockets No. SW-03575A-03-0568 and No. W-03576A-03-0568.

PART 1

Describe below each investment in, or acquisition of, any utility made by Global Water Resources, LLC during the six month period ending on the date this document is executed.

PART 2

As of 29 February 2008, the capital structures of Palo Verde Utilities Company (PVUC) and Santa Cruz Water Company (SCWC) and any other GWR acquired utility are as follows:

	PVUC		SCWC	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$77,105,484	100%	\$65,454,596	100%
	<u>\$77,105,484</u>	<u>100%</u>	<u>\$65,454,596</u>	<u>100%</u>
	Francisco Grande		Water Utility of Greater Buckeye	
	Amount	%		
Long-Term Debt*	\$0	0%	\$129,837	24%
Equity**	\$35,865	100%	\$419,489	76%
	<u>\$35,865</u>	<u>100%</u>	<u>\$549,326</u>	<u>100%</u>
	Valencia Water Co		Water Utility of Greater Tonopah	
	Amount	%		
Long-Term Debt*	\$2,130,060	42%	\$261,253	13%
Equity**	\$2,898,379	58%	\$1,710,374	87%
	<u>\$5,028,439</u>	<u>100%</u>	<u>\$1,971,627</u>	<u>100%</u>
	Willow Valley Water Co		Water Utility of North Scottsdale	
	Amount	%		
Long-Term Debt*	\$243,106	22%	\$0	0%
Equity**	\$878,938	78%	(\$6,706)	100%
	<u>\$1,122,044</u>	<u>100%</u>	<u>(\$6,706)</u>	<u>100%</u>
	Hassayampa Utility Co		CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$764,162	100%	\$45	100%
	<u>\$764,162</u>	<u>100%</u>	<u>\$45</u>	<u>100%</u>

*Include current portion of Long-term Debt.

**Includes Common Stock, Paid In Capital and Retained Earnings (Deficit). Does not include goodwill associated with utility acquisitions.

The undersigned also confirm that at no time during the last six months did the equity ratios (as calculated above) of PVUC and SCWC fall below 40%.

WE THE UNDERSIGNED TREVOR HILL AND LEO COMMANDEUR, DO SAY THAT THE ABOVE INFORMATION HAS BEEN PREPARED UNDER OUR DIRECTION AND WE HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID COMPANIES FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH & EVERY MATTER AND THING SET FORTH, TO THE BEST OF OUR KNOWLEDGE, INFORMATION AND BELIEF.

X

Signature of owner or official/date

14-Apr-08

Signature of owner or official/date

14-Apr-08